

# **Exhibit D**

Mr. Kip Pendleton  
CEO, DTN  
9110 RUPP Drive  
Burnsville, MN 55337

November 17<sup>th</sup>, 2017

Dear Kip,

It is not easy for me to write this letter. Unfortunately, it is necessary. By way of this letter I am informing you that after nearly 11 years, I have decided to leave DTN. Please view this as my two weeks' notice. My last day at DTN will be December 1st. Over the past nearly 11 years and 4 owners, I've loved every minute of my time at DTN. The people who work here, and the customers we serve are a big part of who I am.

That said, in light of changes over the past several months, it has become more and more apparent to me that changes at DTN do not include my vision for Ag. As such, I have decided to move on and join another organization that I believe is more highly aligned with where I believe the market is heading.

I greatly appreciate the opportunities that have been provided to me by the organization, including most recently being named the Acting VP of Agriculture. Having the chance to lead the Agriculture team, was an honor. I wish you, the board, TBG, and all of DTN the best of luck.

I truly hope that we will be able to manage my exit with mutual respect, customer centricity, integrity, and colleague focus. Values I was part of forming. Finally, Kip – I am very glad to have had the chance to reconnect over the past 6 months. I hope that you feel the same way and that we can find a way to keep open lines of communication. Thanks for everything.

Best,

A handwritten signature in dark ink, appearing to read 'Matthew Walsh', followed by a long horizontal line extending to the right.

Matthew Walsh